

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Rhone-Poulenc Inc.		2. Registration No. 4188
3. Name of foreign principal Rhone-Poulenc S.A.	4. Principal address of foreign principal 25, quai Paul Doumer 92408 Courbevoie, FRANCE	

5. Indicate whether your foreign principal is one of the following type:

☐ Foreign government

☐ Foreign political party

☒ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☒ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) _____

☐ Individual—State his nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom the registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

Rhone-Poulenc S.A. is a multi-national company based in France engaged in the development, production and marketing of chemicals, pharmaceuticals, agricultural chemicals, synthetic fibers, polyester film and other related products. With sales in 140 countries and business operations in over 90 countries, the Company generated approximately 70% of its 1986 consolidated net sales outside France through exports and foreign production.


b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐
- Controlled by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☐
- Financed by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

Rhone-Poulenc was nationalized as part of the French government's 1982 nationalization program. Since that time, substantially all of its voting securities have been owned directly or indirectly by the French state.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Date of Exhibit A November 11, 1988	Name and Title Director of Corporate Affairs	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant

Name of Foreign Principal

Rhone-Poulenc Inc.

Rhone-Poulenc S.A.

4/188

Check Appropriate Boxes:

1. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
2. ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
3. ☒ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

Rhone-Poulenc is a U.S. corporation engaged in the production, sale and distribution of basic inorganic, specialty and agricultural chemicals and rare earths. Rhone-Poulenc Inc. is wholly owned by Rhone-Poulenc S.A., a multi-national company based in France. Personnel in Rhone-Poulenc Inc.'s Washington, D.C. and Princeton, New Jersey offices are involved in internal and external corporate communications, public and government relations for Rhone-Poulenc Inc. From time to time, as requested, the individuals providing the **

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See number 3 above.

**Short Form Registration Statements attached hereto, may provide advice, counsel and representation on various matters to the parent company, Rhone-Poulenc S.A.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See number 3 above.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes ☐ No ☐ Possibly

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See number 3 above.

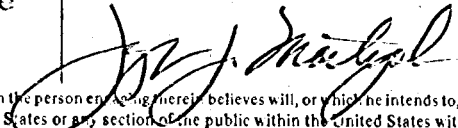
Date of Exhibit B

November 11, 1988

Name and Title

Director of Corporate
Affairs

Signature



¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.